WHAT IS CLAIMED IS:

1. A compound of Formula (I):

$$R^8$$
 $N - R^7$
 R^6
 R^5
 R^4
 R^2
 N
 R^3

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(I)

or N-oxide and pharmaceutically acceptable salts thereof, wherein

R¹ is selected from the group consisting of

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- (a) Hydrogen,
- (b) halo,
- (c) -C₀-6alkyl-aryl,
- (d) -C0-6alkyl-heteroaryl,
- (e) -C₁-6alkyl, optionally substituted with 1, 2 or 3 halo atoms,

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- (f) -C₀₋₆alkyl-C₃₋₆cycloalkyl, and
- (g) -heteroC₀₋₆alkyl;

R² is selected from the group consisting of

- (a) Hydrogen,
- (b) halo,

- (c) -C₀-6alkyl-aryl,
- (d) -C0-6alkyl-heteroaryl,
- (e) -C₁-6alkyl, optionally substituted with 1, 2 or 3 halo atoms,
- (f) -C0-6alkyl-C3-6cycloalkyl, and
- (g) -heteroC₀-6alkyl;
- or R¹ and R² are joined so that together with the atoms to which they are attached there is formed a saturated or unsaturated ring with 0-4 heteroatoms, selected from phenyl, said ring optionally mono or disubstituted with sustituents independently selected from hydroxyl, halo, -C₁₋₆alkyl, -O-C₁₋₆alkyl, -NO₂, -CF₃, aryl, heteroaryl, and heteroC₁₋₆alkyl;

R³ is selected from the group consisting of

- (a) Hydrogen,
- (b) halo,

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- (c) -C₀-6alkyl-aryl,
- (d) -C₀-6alkyl-heteroaryl,
- (e) -C₁-6alkyl, optionally substituted with 1, 2 or 3 halo atoms,
- (f) -C0-6alkyl-C3-6cycloalkyl, and
- (g) -heteroC₀₋₆alkyl;
- 10 R⁴ is selected from the group consisting of
 - (a) Hydrogen,
 - (b) halo,
 - (c) -C₀-6alkyl-aryl,
 - (d) -C₀-6alkyl-heteroaryl,
 - (e) -C₁-6alkyl, optionally substituted with 1, 2 or 3 halo atoms,
 - (f) -C0-6alkyl-C3-6cycloalkyl, and
 - (g) -heteroC₀-6alkyl;

or R³ and R⁴ are joined so that together with the atoms to which they are attached there is formed a saturated or unsaturated ring with 0-4 heteroatoms, selected from phenyl, said ring optionally mono or disubstituted with sustituents independently selected from hydroxyl, halo, -C₁₋₆alkyl, -O-C₁₋₆alkyl, -NO₂, -CF₃, aryl, heteroaryl, and heteroC₁₋₆alkyl;

R⁵ is selected from the group consisting of

- (a) Hydrogen,
- (b) -C₀₋₆alkyl-aryl,
- (c) -C₀-6alkyl-heteroaryl,
 - (d) -C₁-6alkyl, optionally substituted with 1, 2 or 3 halo atoms,
 - (e) -C₀-6alkyl-C₃-6cycloalkyl, and
 - (f) -heteroC₀-6alkyl;

wherein R⁵ choices (b), (c), (d), (e) and (f) are each optionally substituted with a substituent selected from hydroxyl, halo, -NO₂ and CF₃;

R⁶ is selected from the group consisting of

- (a) hydrogen,
- (b) $-C_{1-3}$ alkyl,

wherein R⁶ choices (b) is optionally substituted with a substituent selected from hydroxyl, halo, -NO₂ and CF₃;

or R ⁵ and R⁶ are joined so that together with the atoms to which they are attached there is formed a saturated or unsaturated ring with 0-4 heteroatoms, selected from phenyl, said ring optionally mono or disubstituted with sustituents independently selected from hydroxyl, halo, -C₁₋₆alkyl, -O-C₁₋₆alkyl, -NO₂, -CF₃, aryl, heteroaryl, and heteroC₁₋₆alkyl;

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R7 is selected from the group consisting of

- (a) Hydrogen,
- (b) -C₀-3alkyl-aryl,
- (c) -C₀₋₃alkyl-heteroaryl,

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- $(d) C_{1-6}alkyl,$
- (e) -C₀-3alkyl-C₃-6cycloalkyl, and
- (f) -heteroC₀-6alkyl;

wherein R⁷ choices (b), (c), (d), (e) and (f) are each optionally substituted with a substituent selected from hydroxyl, halo, -NO₂ and CF₃;

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R⁸ is selected from the group consisting of

- (a) Hydrogen,
- (b) -C₀₋₃alkyl-aryl,
- (c) -C₀-3alkyl-heteroaryl,
- $(d) -C_{1-6}alkyl,$
- (e) -C₀-3alkyl-C₃-6cycloalkyl, and
- (f) -heteroC₀-6alkyl;

wherein R⁸ choices (b), (c), (d), (e) and (f) are each optionally substituted with a substituent selected from hydroxyl, halo, -NO₂ and CF₃;

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or R⁶ and R⁸ are joined so that together with the atoms to which they are attached there is formed a saturated or unsaturated ring with 1-4 heteroatoms, selected from phenyl, said ring optionally mono or disubstituted with sustituents independently selected from hydroxyl, halo, -C₁₋₆alkyl, -O-C₁₋₆alkyl, -NO₂, -CF₃, aryl, heteroaryl, and heteroC₁₋₆alkyl;

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or R⁷ and R⁸ are joined so that together with the atoms to which they are attached there is formed a saturated or unsaturated ring with 0-4 heteroatoms, selected from phenyl, said ring optionally mono or disubstituted with sustituents independently selected from hydroxyl, halo, -C₁₋₆alkyl, -O-C₁₋₆alkyl, -NO₂, -CF₃, aryl, heteroaryl, and heteroC₁₋₆alkyl;

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R9 is selected from the group consisting of

- (a) C1-6alkyl,
- (b) C3-6cycloalkyl,
- (c) aryl, and
- (d) heteroaryl; and
- 5 X is selected from the group consisting of
 - (a) C₁-6alkylene,
 - (b) O,
 - (c) S,
 - $(d)S(O)_{2},$
- 10 (e) NR⁹, and
 - (f) C(O),

with the proviso that either R¹ and R² or R³ and R⁴ must be joined together to form a ring.

- 2. A compound according to claim 1
- 15 R¹ is selected from the group consisting of
 - (a) hydrogen,
 - (b) phenyl or naphthyl,
 - (c) -C₁-6alkyl, optionally substituted with 1, 2 or 3 halo atoms,
 - (d) $-O-C_{1-6}$ alkyl; and
- 20 R² is selected from the group consisting of
 - (a) hydrogen,
 - (b) phenyl or naphthyl,
 - (c) -C₁-6alkyl, optionally substituted with 1, 2 or 3 halo atoms
 - (d) -O-C₁-6alkyl;
- or R¹ and R² are joined so that together with the atoms to which they are attached there is formed a ring selected from phenyl, naphthyl and cyclohexyl, said ring optionally mono or di-substituted with sustituents independently selected from hydroxyl, halo, -C₁₋₆alkyl, -O-C₁₋₆alkyl, -NO₂ and -CF₃.
 - 3. A compound according to claim 2
- R¹ and R² are joined so that together with the atoms to which they are attached there is formed a ring selected from phenyl, naphthyl and cyclohexyl, said ring optionally mono or di-substituted with sustituents independently selected from hydroxyl, halo, -C₁-6alkyl, -O-C₁-6alkyl, -NO₂ and -CF₃.

4. A compound according to claim 1 wherein:

R³ is selected from the group consisting of

- (a) hydrogen,
- (b) phenyl or naphthyl,
- (c) -C₁-6alkyl, optionally substituted with 1, 2 or 3 halo atoms
- (d) -O-C₁₋₆alkyl; and

R4 is selected from the group consisting of

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- (a) hydrogen,
- (b) phenyl, naphthyl or pyridyl,
- (c) -C₁-6alkyl, optionally substituted with 1, 2 or 3 halo atoms,
- (d) $-O-C_{1-6}$ alkyl;

or R³ and R⁴ are joined so that together with the atoms to which they are attached there is formed a ring selected from phenyl and cyclohexyl, said ring optionally mono or di-substituted with sustituents independently selected from hydroxyl, halo, -C₁₋₆alkyl, -O-C₁₋₆alkyl, -NO₂ and -CF₃.

5. A compound according to claim 4 wherein:

R³ and R⁴ are joined so that together with the atoms to which they are attached there is formed a ring selected from phenyl and cyclohexyl, said ring optionally mono or di-substituted with sustituents independently selected from hydroxyl, halo, -C₁₋₆alkyl, -O-C₁₋₆alkyl, -NO₂ and -CF₃.

6. A compound according to claim 1 wherein:

R⁵ is selected from the group consisting of

- (a) hydrogen,
- (b) $-C_{1-3}$ alkyl,
- (c) phenyl or naphthyl,
- (d) -C3-6cycloalkyl.
- 7. A compound according to claim 1 wherein:
- R6 is selected from the group consisting of
 - (a) hydrogen,
 - (b) $-C_{1-3}$ alkyl;

R7 is selected from the group consisting of

- (a) hydrogen,
- 35 (b) $-C_{1-6}$ alkyl,

(c) -C₁₋₄alkylphenyl; and

R⁸ is selected from the group consisting of

- (a) hydrogen,
- (b) $-C_{1-6}$ alkyl;
- or R⁶ and R⁸ are joined so that together with the atoms to which they are attached there is formed a piperidine or pyridine or ring, optionally mono- or di-substituted with substituents selected from the group consisting of hydroxyl, -O-C₁-6alkl and -C₁-6alkyl;

or R⁷ and R⁸ are joined so that together with the atoms to which they are attached there is formed a piperidine, morpholine, pyridine, pyrazole, imidazole or tetrazole ring, optionally mono- or di-substituted with substituents selected from the group consisting of hydroxyl, -OC₁₋₆alkl and -C₁₋₆alkyl.

8. A compound according to claim 1 wherein: X is CH₂CH₂CH₂.

9. A compound according to claim1 of Formula II

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wherein:

R⁵ is selected from the group consisting of

- (a) hydrogen,
- (b) $-C_{1-3}$ alkyl,
- (c) phenyl or naphthyl,
- (d) -C3-6cycloalkyl;

R6 is

- (a) hydrogen,
- (b) $-C_{1-3}$ alkyl;

R⁷ is selected from the group consisting of

- (a) hydrogen,
- (b) $-C_{1-4}$ alkyl,
- (c) -C₁₋₂alkylphenyl;

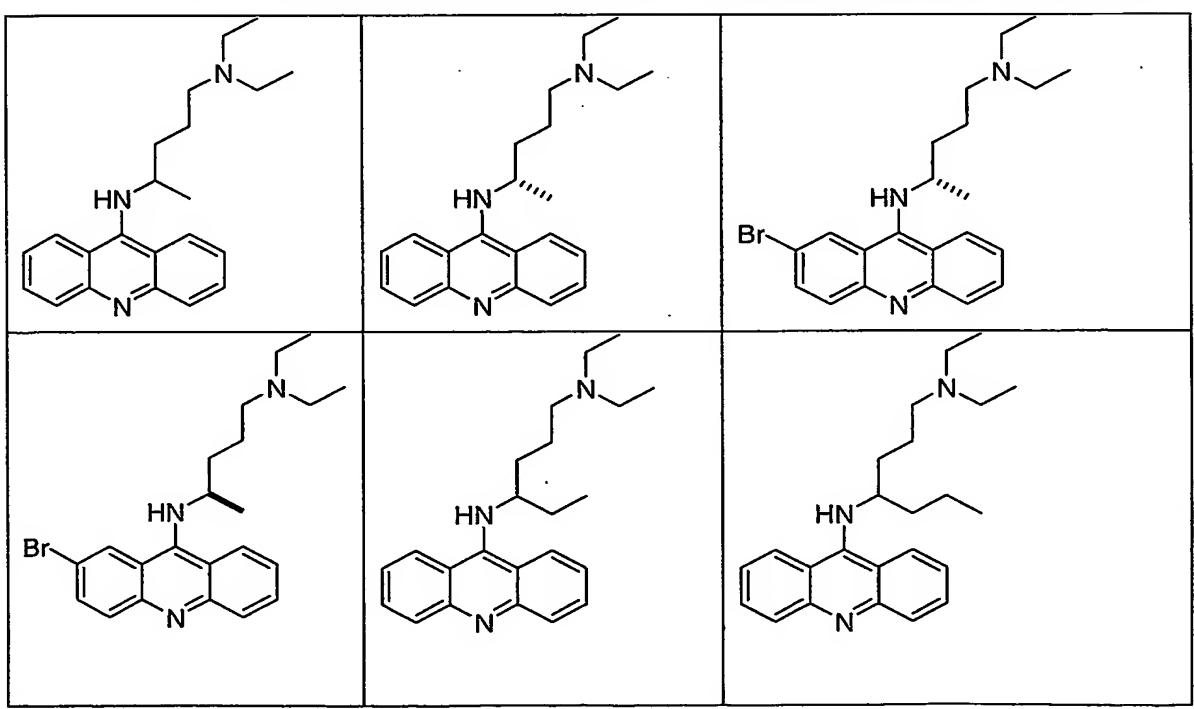
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R⁸ is -C₁₋₄alkyl;

R¹⁰ and R¹¹ are each selected from the group consisting of Hydrogen, hydroxyl, halo, -C₁₋₃alkyl, -O-C₁₋₃alkyl, -NO₂ and -CF₃; and X is CH₂CH₂CH₂.

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- 10. A compound according to claim 9 wherein:R6 is hydrogen.
- 11. A compound according to claim 10 wherein R⁵ is selected from the group consisting of -C₁₋₃alkyl, phenyl, naphthyl and -C₃₋₆cycloalkyl.
 - 12. A compound according to claim 1 selected from the group consisting of:



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HŅ' HŅ' ΗŅ. HŅ_ HŅ' HŅ. ΗŅ' ΗŅ, ΗŅ' HŅ' HŃ_,,,, HŅ´ HŅ'

or a pharmaceutically acceptable salt thereof.

13. A pharmaceutical composition for treating an indication mediated by the binding of an α2δ subunit of voltage gated calcium channel, comprising a therapeutically effective amount a of a compound according to claim 1 or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable acrrier.

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- A composition according to claim 16, said composition further comprising i) an opiate agonist, ii) an opiate antagonist, iii) an mGluR5 antagonist, iv) a 5HT receptor agonist, v) a 5HT receptor antagonist, vi) a sodium channel antagonist, vii) an NMDA receptor agonist, viii) an NMDA receptor antagonist, ix) a COX-2 selective inhibitor, x) an NK1 antagonist, xi) a non-steroidal anti-inflammatory drug, xii) a GABA-A receptor modulator, xiii) a dopamine agonist, xiv) a dopamine antagonist, xv) a selective serotonin reuptake inhibitor, xvi) a tricyclic antidepressant drug, xvii) a norepinephrine modulator, xviii) L-DOPA, xix) buspirone, xx) a lithium salt, xxi) valproate, xxii) neurontin, xxiii) olanzapine, xxiv) a nicotinic agonist, xxv) a nicotinic antagonist, xxvi) a muscarinic agonist, xxvii) a muscarinic antagonist, xxviii) a selective serotonin and norepinephrine reuptake inhibitor (SSNRI), xxix) a heroin substituting drug, xxx) disulfiram, or xxxi) acamprosate.
- 15. A composition according to claim 1, wherein said heroin substituting drug is methadone, levo-alpha-acetylmethadol, buprenorphine or naltrexone.
- 16. A method of treatment of neuropathic pain comprising a step of administering an effective amount of a compound according to claim 1.
- 17. A method of treatment or prevention of pain comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.
 - 18. A method of treatment or prevention of a pain disorder wherein said pain disorder is acute pain, persistent pain, chronic pain, inflammatory pain, or neuropathic pain, comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.
 - 19. A method of treatment or prevention of anxiety, depression, bipolar disorder, psychosis, drug withdrawal, tobacco withdrawal, memory loss, cognitive impairment, dementia, Alzheimer's disease, schizophrenia or panic comprising the step of administering a therapeutically

effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

- 20. A method of treatment or prevention of disorders of extrapyramidal motor function comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.
- 21. The method of claim 20 wherein said disorder of extrapyramidal motor function is Parkinson's disease, progressive supramuscular palsy, Huntington's disease, Gilles de la Tourette syndrome, or tardive dyskinesia.
 - 22. A method of treatment or prevention of anxiety disorders comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

- 23. A method of claim 22 wherein said anxiety disorder is panic attack, agoraphobia or specific phobias, obsessive-compulsive disorders, post-traumatic stress disorder, acute stress disorder, generalized anxiety disorder, eating disorder, substance-induced anxiety disorder, or nonspecified anxiety disorder.
- 24. A method of treatment or prevention of neuropathic pain comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.
- 25. A method of treatment or prevention of Parkinson's Disease comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.
- 26. A method of treatment or prevention of depression comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

27. A method of treatment or prevention of epilepsy comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

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- 28. A method of treatment or prevention of inflammatory pain comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.
- 29. A method of treatment or prevention of cognitive dysfunction comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.
 - 30. A method of treatment or prevention of drug addiction, drug abuse and drug withdrawal comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.
 - 31. A method of treatment or prevention of bipolar disorders comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.
 - 32. A method of treatment or prevention of circadian rhythm and sleep disorders comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.
- 25 33. The method of Claim 32 wherein the circadian rhythm and sleep disorders are shift-work induced sleep disorder or jet-lag.